

1. Name of conveying party(ies):
 Helzberg's Diamond Shops, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation--State
 Other: _____
 Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
 Name: Shirley & Barnett Helzberg Foundation
 Internal Address:
 Street Address: 1825 Swift
 City: North Kansas City State: MO Zip: 64117
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation--State
 Other: not-for-profit corporation
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: See Brief
 Execution Date: 3/21/95

4. Application number(s) or registration number(s):
 A. Trademark Application No(s):
 B. Trademark Registration No(s):
 0,852,718; 0,856,297; 0,856,626; 0,856,673; 0,856,840;
 0,858,367; 0,859,322; 0,861,123; 0,861,142; 0,863,171;
 0,863,194; 0,866,225; 0,866,308; 0,866,324; 0,866,344;
 0,866,393; 0,866,430; 1,178,658; 1,195,267
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Clinton G. Newton, Esq.
 Internal Address: Shook, Hardy & Bacon L.L.P.
 One Kansas City Place
 Street Address: 1200 Main Street
 City: Kansas City
 State: Missouri
 Zip: 64105-2118

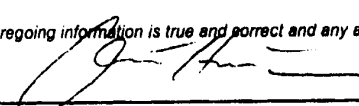
6. Total number of applications and registrations involved 19

7. Total fee (37 CFR 3.41) \$490.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 19-2112
 (Attach duplicate copy of this page if paying by deposit account)

11/22/1999 00000137 0052718

11/22/1999 43:00 05
 DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document
 Clinton G. Newton  7/23/99
 Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3
 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks, Box Assignments
 Washington, D.C. 20231

NOV. 22. 1995 11:37AM

PRO-1994
Form 9-93
OMB No. 0881-0011 (exp. 4/94)
Tab settings

REI

10-20-1995

SHEET U.S. D. NO. 3766 INT. P. 2/2 ENCL
Patent and Trademark Office
40-381
450-482



To the Honorable Commissioner of Patents and Trademarks, Washington, D.C. 20530

Attached original documents or copy thereof.

1. Name of conveying party(ies):
Helzberg's Diamond Shops, Inc.

2. Name and address of receiving party(ies):
Name: Barnett & Shirley Helzberg Foundation
Internal Address: _____
Street Address: 1825 Swift
North Kansas
City: _____ State: MO ZIP: 64117

Individual(s)
 General Partnership
 Corporation-State
 Other

Association
 Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other

Merger
 Change of Name

Execution Date: 3/21/95

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other not for profit corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
0,852,718; 0,856,297; 0,856,626;
0,856,673; 0,856,840; 0,858,367;
0,859,322; 0,861,123; 0,861,142;
0,963,171; 0,863,194; 0,866,225

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Carter H. Kokjer
Internal Address: Kokjer, Kircher,
Bowman & Johnson, P.C.
Street Address: 911 Main Street
2414 Commerce Tower
City: Kansas City State: MO ZIP: 64105

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41): \$ 490.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-2245
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

050 MH 10/18/95 0852718 0 481 40.00 EX
050 MH 09/18/95 0852719 0 482 450.00 EX

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Carter Kokjer
Name of Person Signing Signature Date 6/29/95

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20530

TRADEMARK
REEL: 001959 FRAME: 0735

ASSIGNMENT

Whereas, Helzberg's Diamond Shops, Inc., a Missouri corporation, doing business at 1825 Swift Avenue, North Kansas City, Missouri 64116, has adopted and used in its business the trademarks I AM LOVED and I AM LOVED and Design, and is the owner of the United States and Foreign Country Trademark Registrations therefor as set forth in the accompanying Schedule A; and

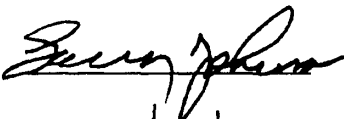
Whereas, Shirley & Barnett Helzberg Foundation, a Missouri not-for-profit corporation, whose mailing address is 1825 Swift, North Kansas City, Missouri, is desirous of acquiring the aforesaid trademarks and registrations;

Now therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, said Helzberg Diamond Shops, Inc. does hereby assign unto the said Shirley & Barnett Helzberg Foundation, all its right, title and interest in and to the aforesaid trademarks and its rights to registration thereof, including the registrations set forth in Schedule A, together with the goodwill of business symbolized by the trademarks and all claims on account of past infringement and the right to sue therefor.

S E A L

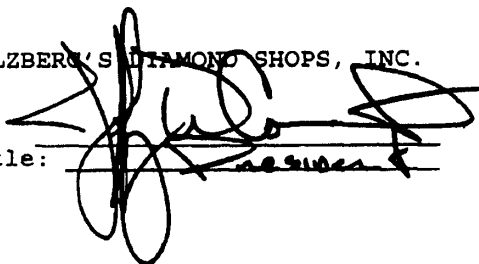
HELZBERG'S DIAMOND SHOPS, INC.

Attest:



By:

Title:



Dated:

3/21/95

TRADEMARK
REEL: 001959 FRAME: 0736

SCHEDULE A

I AM LOVED

Issued and Active U.s. Trademark Registrations

| <u>Registration No.</u> | <u>Issued</u> | <u>Trademark</u> |
|-------------------------|---------------|------------------|
| 0,852,718 | 07/16/88 | I AM LOVED |
| 0,856,297 | 09/10/68 | I AM LOVED |
| 0,856,626 | 09/10/68 | I AM LOVED |
| 0,856,673 | 09/10/68 | I AM LOVED |
| 0,856,840 | 09/17/68 | I AM LOVED |
| 0,858,367 | 10/08/68 | I AM LOVED |
| 0,859,322 | 10/29/68 | I AM LOVED |
| 0,861,123 | 11/26/68 | I AM LOVED |
| 0,861,142 | 11/26/68 | I AM LOVED |
| 0,863,171 | 01/07/69 | I AM LOVED |
| 0,863,194 | 01/07/69 | I AM LOVED |
| 0,866,225 | 03/11/69 | I AM LOVED |
| 0,866,308 | 03/11/69 | I AM LOVED |
| 0,866,324 | 03/11/69 | I AM LOVED |
| 0,866,344 | 03/11/69 | I AM LOVED |
| 0,866,393 | 03/11/69 | I AM LOVED |
| 0,866,430 | 03/11/69 | I AM LOVED |
| 1,178,658 | 11/17/81 | I AM LOVED |
| 1,195,267 | 05/11/82 | I AM LOVED |

Issued and Active Foreign Trademark Registrations

| <u>Registration No.</u> | <u>Issued</u> | <u>Trademark</u> | <u>Country</u> |
|-------------------------|---------------|---------------------|----------------|
| 162339 | 04/25/69 | I AM LOVED & Design | Canada |
| 165001 | 09/05/69 | I AM LOVED & Design | Canada |

TRADEMARK
REEL: 001959 FRAME: 0737

TRADEMARK
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re: Shirley & Barnett Helzberg Foundation)
)
Trademark Registration Nos.:)
0,852,718; 0,856,297; 0,856,626; 0,856,673;)
0,856,840; 0,858,367; 0,859,322; 0,861,123;)
0,861,142; 0,863,171; 0,863,194; 0,866,225;)
0,866,308; 0,866,324; 0,866,344; 0,866,393;)
0,866,430; 1,178,658; 1,195,267)
Marks: I AM LOVED)
I AM LOVED and Design)

Attorney Docket No. SBHF.61023

| | |
|--|---------------------------------|
| CERTIFICATE OF MAILING 37 C.F.R. 1.8 | |
| I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Patents, Washington, D.C. 20231, on: | |
| 7/22/95 Date | <i>Jul Brimmer</i> Signature |

EXPLANATION

BOX ASSIGNMENT
Assistant Commissioner for Patents
Washington, D.C. 20231

Dear Sir:

On March 21, 1995, an Assignment was executed transferring 19 U.S. Trademark Registrations from Helzberg's Diamond Shops, Inc. to Shirley & Barnett Helzberg Foundation. On June 29, 1995, a Recordation Form Cover Sheet was prepared and the Assignment was sent to the Assignment Branch for recordal. The Assignment was recorded July 3, 1995 at Reel/Frame 1423/0711.

The reason I am writing you is that apparently two mistakes were made on the Recordation Form Cover Sheet which must now be corrected. The first error in the cover sheet is found in the name of the receiving party. The cover sheet indicated the name of the receiving party to be Barnett & Shirley Helzberg Foundation. To the contrary, and as is clearly shown in the Assignment, the correct name of the receiving party is Shirley & Barnett Helzberg Foundation. It is respectfully requested that the Assignee of the 19 marks be changed to the correct name of Shirley & Barnett Helzberg Foundation.

0643107.01

TRADEMARK
REEL: 001959 FRAME: 0738

The second error in the Recordation Form Cover Sheet is found in the list of the trademark registration numbers transferred by the Assignment. All of the 19 trademark registrations were listed on the form in numerical order. However, one of the registration numbers, Reg. No. 0,863,171, was mistyped to read 0,963,171. The Assignment was not recorded with respect to this registration number and the assignment records of this mark still indicate the owner of the mark to be Helzberg's Diamond Shops, Inc. It is respectfully requested that the Assignment be recorded such that the Assignee of the mark is listed as Shirley & Barnett Helzberg Foundation.

In summary, the Assignment document which was recorded at Reel/Frame 1423/0711 on July 3, 1995 contains the correct information regarding the Assignment. Unfortunately, two errors were made on the Recordation Form Cover Sheet. Please correct these errors for all 19 U.S. Trademark Registration numbers listed above. Enclosed please find a new Recordation Form Cover Sheet, a copy of the original Assignment, and a check in the amount of \$490.00 to cover the recordation costs.

Thank you for your assistance in this matter. Should any further information be necessary, please do not hesitate to telephone Registrant's attorney at the number listed below.

Respectfully submitted,



Clinton G. Newton
Reg. No. 42,930

SHOOK, HARDY & BACON, L.L.P.
One Kansas City Place, 1200 Main Street
Kansas City, MO 64105-2118
Tel:(816) 474-6550
Fax:(816) 421-5547
Enclosures

0643107 01

TRADEMARK
REEL: 001959 FRAME: 0739

LAW OFFICES

SHOOK, HARDY & BACON LLP

OVERLAND PARK
HOUSTON
WASHINGTON, D.C.
SAN FRANCISCO
MIAMI

ONE KANSAS CITY PLACE
1200 MAIN STREET
KANSAS CITY, MISSOURI 64105-2118
TELEPHONE (816) 474-6680 • FACSIMILE (816) 421-5547

LONDON
ZURICH
GENEVA
MELBOURNE
BUENOS AIRES

FACSIMILE TRANSMISSION FROM (816) 421-5547

| | |
|---|-------------------------------|
| TO: SEDLEY PYNE | FAX NO: (703) 308-7124 |
| FROM: CLINTON G. NEWTON, ESQ. | #: 1021 |
| DATE: NOVEMBER 22, 1999 | TIME: |
| SHB Client Matter No.: | SBHF.61023 |
| Pages transmitted including cover sheet: | 2 |

ORIGINAL DOCUMENT WILL NOT FOLLOW.

If you experience any problems, please call extension *3000*

OPERATOR: *Carole*

COMMENTS/MESSAGE:

CONFIDENTIALITY NOTICE: The documents accompanying this telecopy transmission contain confidential information belonging to the sender which is legally privileged. The information is intended only for the use of the individual(s) or entity(ies) named above. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this telecopied information is strictly prohibited. If you have received this telecopy in error, please immediately notify us by telephone to arrange for return of the original documents to us.

RECORDED: 11/22/1999

TRADEMARK
REEL: 001959 FRAME: 0740